

BY-LAWS
OF
THE NEW ENGLAND BOTANICAL CLUB, Incorporated
(To repeal and replace all previous By-Laws)

ARTICLE I

NAME AND PURPOSE

Section 1. The name of this corporation shall be The New England Botanical Club, Incorporated.

Section 2. Its purpose shall be to promote the dissemination of local and general botanical information.

Section 3. The Club shall be organized and operated exclusively for its educational and scientific purposes. No part of the property or net earnings of the Club shall inure to the benefit of any individual; and no part of the property of the Club shall be used directly or indirectly in carrying on propaganda, nor shall any substantial part of the activities of the Club consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Club shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office, nor shall it publish or distribute any statements with respect thereto.

ARTICLE II

SEAL

The seal of the Club shall, subject to alteration by the Council, consist of a flat-faced circular die with the words "Massachusetts," "Organized 1895," and the name of the corporation cut or engraved thereon.

ARTICLE III

OFFICERS

Section 1. The officers of the Club shall be a President, a Vice-President, a Curator of Vascular Plants, an Assistant Curator of Vascular Plants, a Curator of Nonvascular Plants, a Librarian, a

Corresponding Secretary, a Recording Secretary, a Treasurer, and three Councillors. The Councillors, other Officers above-named, and the Editor-in-Chief of *Rhodora* shall constitute the Council.

Section 2. All officers shall be elected by ballot by a majority of those members voting at the annual meeting of the Club, and, except in the case of death, resignation, or removal, each officer shall hold his office until the next annual meeting after his election or until his successor is elected. Voting by proxy shall not be allowed.

Section 3. If the office of any officer becomes vacant by reason of death, resignation, or removal, the Council may appoint a successor, who shall hold office until the next annual meeting or until his successor is elected.

ARTICLE IV

COUNCIL

Section 1. The Council, six members of which shall constitute a quorum, shall have the management and control of the Club and of all its property and affairs, and shall direct the expenditure of its funds.

Section 2. The Council shall authorize and approve, except as the Council may generally or in particular cases authorize the execution thereof in some other manner, all deeds, transfers and contracts; and all bonds or notes made or endorsed by the Club shall be signed by the Treasurer and countersigned by the President or the Vice-President. All deeds, transfers and contracts shall be signed by the President or in his absence by the Vice-President.

Section 3. The Council may appoint and remove such other officers or agents as it may from time to time determine. It may appoint committees as it sees fit and may delegate to these committees such powers for such terms as the Council deems best, subject to the power of the Council to revoke any such appointment at any time.

Section 4. The Council shall have the books and accounts of the Treasurer audited at least once a year by an Auditing Committee which it shall appoint.

ARTICLE V

DUTIES OF OFFICERS

Section 1. The President and Vice-President shall perform the usual duties of their offices.

Section 2. The Curator of Vascular Plants and the Curator of Nonvascular Plants shall have charge of the botanical collections of the Club. The Assistant Curator of Vascular Plants shall perform the duties of the Curator of Vascular Plants in the latter's absence.

Section 3. The Librarian shall have charge of the books and manuscripts of the Club.

Section 4. The Corresponding Secretary shall give notices of all meetings of the Club and of the Council. He shall conduct the correspondence of the Club and shall notify all persons elected to membership or to office of their election.

Section 5. The Recording Secretary, who shall be the Clerk, shall be sworn before entering upon his duties as Recording Secretary, and as such he shall keep the minutes of all meetings of the Club and of the Council and such other records as the Council may direct.

Section 6. The Treasurer shall, subject to the orders and supervision of the Council, collect and disburse the funds of the Club, and for this purpose he shall have power to endorse for deposit or collection, all funds, checks, drafts, etc., payable to the corporation or its order. He shall keep, or cause to be kept, accurate books of account, and shall make a report of the financial condition of the Club at each annual meeting, and at such other times as the Council may request.

ARTICLE VI

NOMINATING COMMITTEE

On or before December fifteenth of each year the President shall appoint a committee of three voting members — who shall not be officers — to nominate officers for the ensuing year. The report of this committee, which shall be filed with the Corresponding Secretary and open to inspection at least three weeks prior to the annual meeting, shall be incorporated in the call for the annual meeting.

Nothing herein shall restrict the right of members to offer nominations from the floor provided a notice listing such nominees and signed by not less than three voting members shall be filed with the Corresponding Secretary not later than ten days prior to the date of the meeting.

ARTICLE VII

MEMBERSHIP AND DUES

The classes of membership and the prerequisites of each class (except as provided by this Article), the dues of each class, and the subscription price of *Rhodora* shall be determined at appropriate intervals by the Council, subject to approval by the voting members. A proposal to alter existing regulations must be announced in the call for a meeting, must receive majority approval of the voting members present at the meeting and voting, and all members entitled to receive Club notices shall be notified of any alteration accepted. The classes of Active Members and Sustaining Members shall constitute the voting members, and one of these classes shall be open to all members.

ARTICLE VIII

ELECTION TO MEMBERSHIP

Section 1. Nomination for membership stating the class of membership desired shall be made in writing to the Corresponding Secretary, endorsed by two members entitled to recommend new members, and shall be presented by the Corresponding Secretary to the Council at its next meeting. Favorable action by the Council on any such nomination shall constitute a recommendation of the candidate whose name shall then be placed before the Club for election at any regular meeting of the Club, provided that notice of such recommendation is sent in the call for such meeting.

Section 2. All elections to membership shall be by ballot, and a simple majority shall elect to membership. Voting by proxy shall not be allowed.

Section 3. Persons elected to membership shall, within thirty days after receiving notice of election, accept said election by paying to the Club such dues as may become payable by such person in

accordance with the provisions of these By-Laws. A person elected to membership at a meeting subsequent to the annual meeting shall pay only his proportionate share of the current annual dues. Failure by any person elected to membership to comply with these provisions shall render such election void.

ARTICLE IX

TRANSFER OR TERMINATION OF MEMBERSHIP

Section 1. Members who may wish to change from one class of membership to another may be so transferred only by action of the Council, and the only if all obligations to the Club have been discharged. Request for transfer of membership shall be made in writing to the Corresponding Secretary.

Section 2. Resignations of membership may be made only in writing to the Corresponding Secretary. No resignation shall be accepted unless all indebtedness to the Club of the member resigning shall have been paid.

Section 3. In the event of the death, resignation, or other termination of the membership of a member, all privileges shall cease.

Section 4. The membership of any member whose dues shall remain unpaid for more than three months after same become payable may be terminated by the Council upon a majority vote of the members present. The membership of any member shall automatically terminate if his dues or other indebtedness to the Club remain unpaid for thirteen months after same become payable.

Section 5. The Council may, by a two-thirds vote of its entire number, after notice and opportunity for hearing, suspend or expel any member for conduct unbecoming a member.

ARTICLE X

MEETINGS OF THE CLUB

Section 1. The annual meeting of the Club shall be held on the first Friday in February of each year, unless otherwise ordered by the Council, and regular meetings shall be held monthly, except during July, August and September at such times as the Council may determine.

If the annual meeting is omitted by oversight or otherwise on the day herein provided therefor, a special meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as though transacted or held at the annual meeting.

Section 2. Special meetings may be called by the President or by vote of the Council or by written request of any ten Voting Members given to the Corresponding Secretary. Every such call shall state the object for which the meeting is called.

Section 3. Notice of all meetings shall be sent to all members who receive notices of the Club at least seven days before such meetings.

Section 4. At any meeting of the Club fifteen voting members shall constitute a quorum for the transaction of business, except the amendment of the By-Laws.

ARTICLE XI

AMENDMENTS OF BY-LAWS

These By-Laws may be altered, amended, or repealed in the following manner. At any annual, regular, or special meeting of the Club by a two-thirds vote of the Voting Members present and voting, provided that no such action shall be taken at any meeting unless at least twenty Voting Members or two-thirds of the Voting membership (whichever is the smaller number) are present at the meeting, and unless the subject matter of the proposed alteration, amendment, or repeal has been given in the call for the meeting at which the alteration, amendment, or repeal is to be considered.

ARTICLE XII

FISCAL YEAR

The fiscal year of the Club shall end on the thirty-first day of December in each year.

ARTICLE XIII

DISSOLUTION

Should the Club be dissolved for any reason, the officers shall, after paying or making provision for payment of all of the liabilities of

the corporation, distribute all assets, including all accrued income, to one or more scientific, educational, and/or literary organizations which qualify as exempt scientific, educational, and/or literary organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United States Internal Revenue Law).